

**AMENDMENT NO. 2 TO  
THE WOODLANDS AT YANKEE HILL  
CONDITIONAL ANNEXATION AND ZONING AGREEMENT**

This Amendment No. 2 to The Woodlands at Yankee Hill Conditional Annexation and Zoning Agreement ("Agreement") is entered into this \_\_\_\_ day of \_\_\_\_\_, 2010, by and between **3AP-SE, L.L.C.**, a Nebraska limited liability company; **Midwest Net Lease Investors-SE, L.L.C.**, a Nebraska limited liability company; **R.C. Krueger Development Company**, a Nebraska corporation; **Krueger Holding Company**, a Nebraska limited liability company; and **Calruby, L.L.C.**, a Nebraska limited liability company, (collectively "Owner") and the **City of Lincoln, Nebraska**, a municipal corporation ("City").

**RECITALS**

A. Carl R. & Vicki A. Schmidt, husband and wife; 3AP-SE, L.L.C., a Nebraska limited liability company; and Midwest Net Lease Investors-SE, L.L.C., a Nebraska limited liability company, entered into the Woodlands at Yankee Hill Conditional Annexation and Zoning Agreement ("Annexation Agreement") dated August 11, 2007.

B. Said parties along with R.C. Krueger Development Company and Krueger Holding Company, (collectively "Owner") entered into Amendment No 1 to the Annexation Agreement dated May 6, 2009.

C. Under the Annexation Agreement as amended the Owner agreed to dedicate to the City a 0.73 acre site for a neighborhood park when the Phase I Property is final platted.

D. 3AP-SE, L.L.C., Midwest Net Lease Investors-SE, L.L.C., R.C. Krueger Development Company, Krueger Holding Company, and Calruby, L.L.C. (collectively "Amendment No. 2 Owners"), desire to defer the timing of the parkland dedication until Phase II of the Property is final platted and to locate the parkland on the western portion of Lot 40, I.T., located in the SE 1/4 of Section 27, Township 10 North, Range 7 East of the 6th P.M., Lancaster County, Nebraska.

E. The Phase II Property is legally described on Exhibit A attached hereto and incorporated herein by reference.

F. Lot 40, I.T. is currently owned by Calruby, LLC.

NOW, THEREFORE, in consideration of the above Recitals and mutual covenants contained herein, the Amendment No. 2 Owners and City agree as follows:

1. That subparagraph A, Dedication, of paragraph 3, Parkland Dedication, be amended to read as follows:

As partial fulfillment of the 5.14 acre park dedication which could be required pursuant to Lincoln Municipal Code Section 26.23.160 for the proposed development of the Property, Owner agrees to dedicate at a location acceptable to the City on the western portion of the 40 acres of Lot ~~22~~ 40 I.T. located in the Southeast Quarter of Section 27, Township 9 North, Range 7 East of the 6th P.M., Lancaster County, Nebraska, 0.73 acres for a neighborhood park when the ~~Phase I~~ Phase II Property is final platted. Owner agrees to dedicate a 30-foot wide public access easement connecting the ~~west side of the~~ park to ~~South 74th Street~~ a public street when requested by the City. The Owner and City agree that the value of the park land being dedicated is \$30,660.00.

2. That this Amendment No. 2 be filed of record against the Phase II Property and Lot 40 I.T. located in the Southeast Quarter of Section 27, Township 9 North, Range 7 East of the 6th P.M., Lincoln, Lancaster County, Nebraska at the Amendment No. 2 Owners' cost and expense.

3. That all other terms and conditions of The Woodlands at Yankee Hill Conditional Annexation and Zoning Agreement as amended shall remain in full force and effect.

ATTEST:


**THE CITY OF LINCOLN, NEBRASKA**  
a municipal corporation

\_\_\_\_\_  
City Clerk

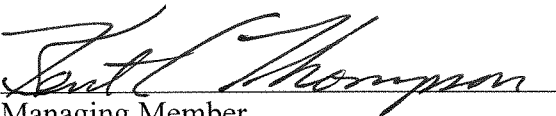
By: \_\_\_\_\_  
Chris Beutler, Mayor of Lincoln

**3AP-SE, L.L.C.,**  
a Nebraska limited liability company

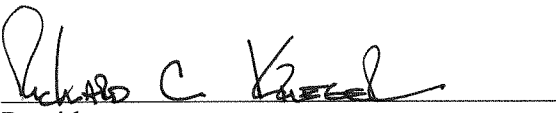
By: Thompson Realty Group, Inc., Manager

By:   
President

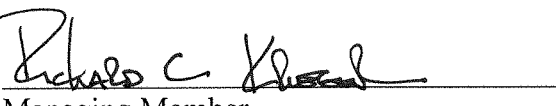
**MIDWEST NET LEASE INVESTORS-SE,**  
a Nebraska limited liability company

By:   
Managing Member

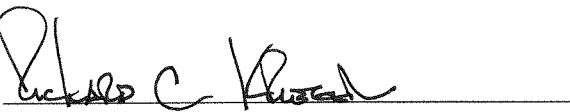
**R.C. KRUEGER DEVELOPMENT COMPANY**  
a Nebraska corporation

By:   
President

**KRUEGER HOLDING COMPANY, L.L.C.**  
a Nebraska limited liability company

By:   
Managing Member

**CALRUBY, LLC,**  
a Nebraska limited liability company

By:   
Managing Member

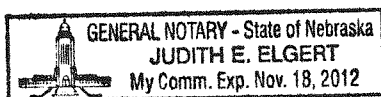
STATE OF NEBRASKA       )  
  )ss.  
COUNTY OF LANCASTER   )

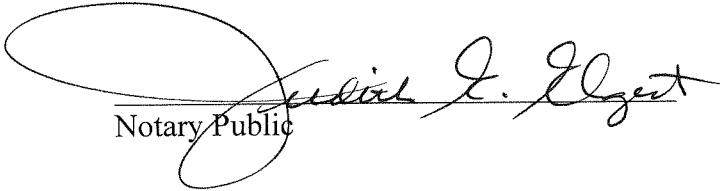
The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2010, by Chris Beutler, Mayor of the City of Lincoln, Nebraska, a municipal corporation.

\_\_\_\_\_  
Notary Public

STATE OF NEBRASKA       )  
  )ss.  
COUNTY OF LANCASTER   )

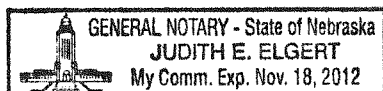
The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of December, 2010, by Kent C. Thompson, President of Thompson Realty Group Inc., Manager of 3AP-SE, a Nebraska limited liability company, on behalf of said company.

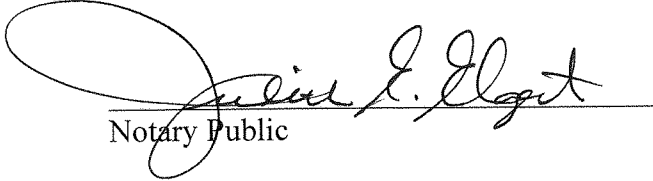


  
Notary Public

STATE OF NEBRASKA       )  
  ) ss.  
COUNTY OF LANCASTER   )

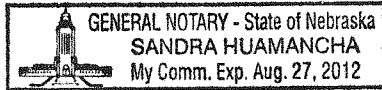
The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of December, 2010, by Kent C. Thompson, Managing Member of Midwest Net Lease Investors-SE, a Nebraska limited liability company, on behalf of said company.



  
Notary Public

STATE OF NEBRASKA       )  
  ) ss.  
COUNTY OF LANCASTER    )

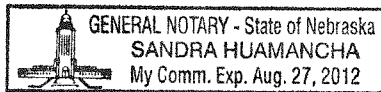
The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of December, 2010, by Richard C. Krueger, President of R.C. Krueger Development Company, a Nebraska corporation, on behalf of said corporation.



  
Notary Public

STATE OF NEBRASKA       )  
  ) ss.  
COUNTY OF LANCASTER    )

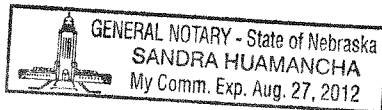
The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of December, 2010, by Richard C. Krueger, Managing Member of Krueger Holding Company, L.L.C., a Nebraska limited liability company, on behalf of said company.



  
Notary Public

STATE OF NEBRASKA       )  
  ) ss.  
COUNTY OF LANCASTER    )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of December, 2010, by Richard C. Krueger, Managing Member of Calruby, LLC, A Nebraska limited liability company, on behalf of said company.



  
Notary Public

**THE WOODLANDS AT YANKEE HILL  
LEGAL DESCRIPTION  
ANNEXATION – PHASE II**

**PARCEL 1**

Irregular Tract Lot 49 located in the Southwest Quarter of Section 27, Township 9 North, Range 7 East of the 6<sup>th</sup> P.M., Lancaster County, Nebraska and more particularly described as follows:

Referring to the Northwest Corner of the Southwest Quarter of said Section 27; Thence in an Easterly direction on the North line of the Southwest Quarter of said Section 27, South 89°40'22" East for a distance of 1977.55 feet to the **POINT OF BEGINNING**

Thence South 89°40'22" East for a distance of 695.59 feet  
Thence South 00°34'51" West for a distance of 1321.72 feet  
Thence North 89°41'38" West for a distance of 1727.64 feet  
Thence North 00°13'46" East for a distance of 37.00 feet  
Thence North 39°14'59" East for a distance of 1038.36 feet  
Thence North 44°55'26" East for a distance of 399.47 feet  
Thence North 28°41'03" East for a distance of 215.40 feet  
Thence North 39°14'59" East for a distance of 4.49 feet to the **POINT OF BEGINNING**

Said property contains 36.93 acres more or less.

**PARCEL 2**

Irregular Tract Lots 60, 61, 62 & 63 and a portion of Irregular Tract Lot 59, all located in the Northeast Quarter of Section 27, Township 9 North, Range 7 East of the 6<sup>th</sup> P.M., Lancaster County, Nebraska and more particularly described as follows:

Referring to the Southeast Corner of the Northeast Quarter of said Section 27; Thence in a Westerly Direction on the South line of the Northeast Quarter of said Section 27, North 89°40'22" West for a distance of 50.01 feet to the **POINT OF BEGINNING**

Thence North 89°40'22" West for a distance of 1665.90 feet  
Thence North 00°19'35" East for a distance of 832.73 feet  
Thence North 65°32'10" East for a distance of 957.86 feet  
Thence South 89°52'08" East for a distance of 792.10 feet  
Thence South 00°07'51" West for a distance of 1237.08 feet to the **POINT OF BEGINNING**

Said property contains 43.16 acres more or less.

**PARCEL 3**

Lots 1, 2, 4 and 5, in Block 2, Walnut Heights Addition located in Northwest Quarter of Section 27, Township 9 North, Range 7 East of the 6<sup>th</sup> P.M., Lancaster County, Nebraska and more particularly described as follows:

Referring to the Northwest Corner of the Northwest Quarter of said Section 27; Thence in an Easterly direction on the North line of the Northwest Quarter of said Section 27, South 89°38'09" East for a distance of 1789.66 feet; Thence South 00°22'19" West for a distance of 33.00 feet to the Northwest Corner of Lot 5, Block 2 Walnut Heights Addition and the **POINT OF BEGINNING**.

Thence South 00°22'19" West for a distance of 116.39 feet to a curve to the left having a radius of 265.23 feet and whose chord (169.89 feet) bears South 18°18'24" East  
Thence on the arc of said curve 174.49 feet  
Thence South 36°59'08" East for a distance of 345.52 feet  
Thence North 52°56'19" East for a distance of 160.14 feet  
Thence North 85°34'51" East for a distance of 173.75 feet to a curve to the left having a radius of 207.82 feet and whose chord (126.60 feet) bears North 27°15'37" West  
Thence on the arc of said curve 128.64 feet  
Thence North 44°59'44" West for a distance of 29.56 feet to a curve the right having a radius of 270.22 feet and whose chord (207.36 feet) bears North 22°20'50" West  
Thence on the arc of said curve 213.22 feet  
Thence North 00°12'53" East for a distance of 117.10 feet  
Thence North 89°38'09" West for a distance of 404.35 feet to the **POINT OF BEGINNING**

Said property contains 4.43 acres more or less.

**THE WOODLANDS AT YANKEE HILL**  
**LEGAL DESCRIPTION**  
**ANNEXATION – PHASE II**  
(Continued)

**PARCEL 4**

A legal description of:

Irregular Tract Lot 58;

Lot 6, Block 1, Lots 1-3, Block 3, Walnut Heights

A portion of Irregular Tract Lots 51, 52 and Lot 1, Cheney Cemetery Addition

All located in Section 27, Township 9 North, Range 7 East of the 6<sup>th</sup> P.M., Lancaster County, Nebraska  
and more particularly described as follows:

Referring to the Northwest Corner of the Northwest Quarter of said Section 27; Thence in an Easterly direction on the North line of the Northwest Quarter of said Section 27, South 89°38'09" East for a distance of 1410.00 feet; Thence South 00°21'51" West for a distance of 33.00 feet to the **POINT OF BEGINNING**

Thence South 89°38'09" East for a distance of 319.65 feet

Thence South 00°22'19" West for a distance of 117.24 feet to a point on a circular curve to the left having a radius of 295.23 feet and whose chord (208.32 feet) bears South 18°18'24" East

Thence on the arc of said circular curve 212.90 feet

Thence South 36°59'08" East for a distance of 25.08 feet

Thence South 53°00'25" West for a distance of 120.09 feet

Thence South 18°36'06" East for a distance of 63.00 feet

Thence North 53°37'46" East for a distance of 20.06 feet

Thence North 53°00'25" East for a distance of 119.90 feet

Thence South 36°59'08" East for a distance of 336.12 feet to a point on a circular curve to the left having a radius of 233.16 feet and whose chord (206.13 feet) bears South 63°17'01" East

Thence on the arc of said circular curve 213.51 feet

Thence South 89°27'08" East for a distance of 119.84 feet

Thence South 00°35'54" West for a distance of 198.36 feet

Thence South 89°39'41" East for a distance of 60.00 feet

Thence North 00°35'54" East for a distance of 174.68 feet

Thence South 89°41'30" East for a distance of 250.58 feet

Thence North 00°34'51" East for a distance of 539.89 feet

Thence North 89°37'17" West for a distance of 207.83 feet

Thence North 00°15'08" East for a distance of 224.77 feet

Thence South 89°38'09" East for a distance of 209.12 feet

Thence South 00°34'51" West for a distance of 17.00 feet

Thence South 89°38'28" East for a distance of 548.82 feet

Thence South 00°21'16" West for a distance of 355.21 feet

Thence South 89°41'35" East for a distance of 429.81 feet

Thence North 00°20'34" East for a distance of 354.82 feet

Thence South 89°38'27" East for a distance of 1023.34 feet

Thence South 00°07'42" West for a distance of 332.45 feet

Thence South 89°38'47" East for a distance of 225.47 feet

Thence South 00°07'52" West for a distance of 494.35 feet

Thence North 89°52'24" West for a distance of 957.41 feet

Thence South 76°10'57" West for a distance of 659.08 feet

Thence North 89°25'09" West for a distance of 1722.89 feet

Thence North 20°21'12" West for a distance of 483.94 feet

Thence North 00°21'51" East for a distance of 549.87 feet to the **POINT OF BEGINNING**

Said property contains 55.81 acres more or less.